



RECORDATION NO. 19059-C, D FILED

AUG 31 '98

10-56 AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

August 25, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated August 14, 1998 and an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated August 14, 1998 between the following parties:

Seller: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Buyer: Star Bank, N.A.
425 Walnut Street
Cincinnati, OH 45201

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

The lease to which these documents are connected is recorded under the Recordation No. 19059.

Please file these agreements as secondary documents. The fee of \$52.00 is included in the check number 443657.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

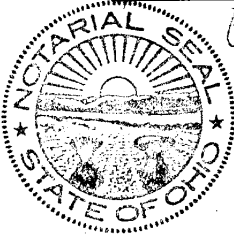
RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 31 10 56 AM '98

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

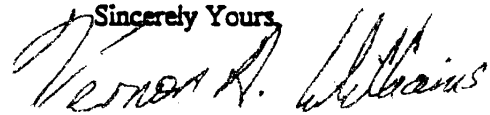
DATE: 8/31/98

Shelley B. Bacon
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/31/98 at 10:56AM, and
assigned recordation number(s). 19059-C and 19059-D.

Sincerely Yours

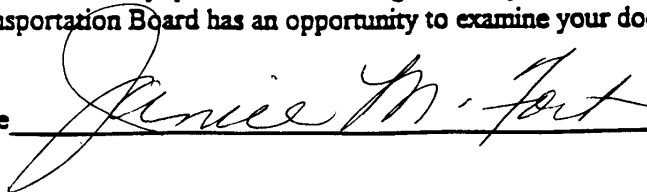


Vernon A. Williams
Secretary

Enclosure(s)

\$ 52.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 19059-C

FILED

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

1998

10:56 AM

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 14, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated July 5, 1994, as amended February 6, 1998 and July 14, 1998, between Assignor, as Lessor, and The Kansas City Southern Railway Company, for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on the date set forth above and shall be effective as of August 14, 1998.

DJJ TRANSPORTATION SERVICES, INC. (ASSIGNOR)

By: 

Name: James H. Goetz

Title: Vice President

STAR BANK, N.A. (ASSIGNEE)

By: 

Name: John R. Maurer

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 14th day of August, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 14th day of August, 1998.

Shelley B. Bacon
(Notary Signature)

My commission expires:

July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 14th day of August, 1998, before me the subscriber,
John Maurer, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named John R. Maurer, to me personally known, who stated and acknowledged
that he is the Vice President of Star Bank, N.A., a national banking association,
and duly authorized by authority of the Board of Directors or By-laws of said
corporation in his capacity as such officer to execute and acknowledge this
document for and in the name and on behalf of said corporation and further
stated and acknowledged that he has so signed, executed and delivered this
document as the free and voluntary act and deed of said corporation, for the
consideration, uses and purposes therein mentioned and set forth and desired
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 14th day of August, 1998.

Darlene Williams
(Notary Signature)

My commission expires:

DARLENE WILLIAMS
Notary Public, State of Ohio
~~My Commission Expires March 16, 1998~~

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS: Twenty-five (25) railcars bearing reporting marks:

KCS 805050 - 805074, inclusive

LEASE: Lease between DJJ TRANSPORTATION SERVICES, INC., a subsidiary of The David J. Joseph Company, as Lessor, and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as Lessee, dated July 5, 1994, as amended February 6, 1998 and July 14, 1998.